

Client No. 34585
Debtor USA Commercial Mortgage Co., et al.

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Castaic Partners III cross-collateral trust deed (0.2); e-mail to D. Kirchen, Stewart Title, on title insurance for Castaic Partners III cross-collateral trust deed (0.2); review and respond to J. Reed e-mail on retention of ordinary course foreclosure counsel, and review of Ordinary Course Professionals Order (0.4); e-mail to Jeff Miller, BMC noticing agent, on service of Palm Harbor One Loan Modification Motion, and review J. Miller response (0.3); e-mail to A. Stevens and M. Olson on consents of Direct Lenders to Palm Harbor One Loan Modification, and review A. Stevens response (0.3); phone call from D. Kirchen, Stewart Title, on Castaic Partners II additional collateral closing (0.2); analyze default interest issues (0.2); e-mail from S. Strong on retention of foreclosure counsel issues and compliance with order (0.1); phone calls with A. Stevens and M. Haftl on Marlton Square 1st Loan Forbearance Motion (0.2); phone call to A. Stevens and M. Haftl on Castaic Partners II closing issues (0.2); phone call from J. Reed on foreclosure counsel issues (0.2); review Castaic Partners II Loan documentation from A. Stevens and e-mail to A. Stevens (0.3); review e-mails from M. Olson and A. Stevens on Palm Harbor One Direct Lender Consents (0.1) Draft Reply Brief Sections on Motion to Approve Palm Harbor One Loan Modification (1.6); draft Reply Brief Sections on Motion to Approve Marlton Square 1st Loan Forbearance (1.5); draft Reply Brief Sections on Motion to Approve Marlton Square 2nd Loan Subordination (1.5).

- | | |
|-------------------|---|
| 10/26/06 S Strong | .30 Evaluate reply needed for loan modifications motion (0.3). |
| 10/26/06 S Strong | .10 Exchange emails with M. Olson regarding status of draft motion regarding escrowed investor funds (.1). |
| 10/26/06 A Tsu | 10.40 Factual background research: Reviewing First, Second and Third Cash Motions (1.9), objections (1.7), reply memoranda (.7) and orders for same (.4) in preparation for drafting Reply memorandum in Support of |

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Motion for Order Approving Continued Use of Cash Through January 31, 2007 Pursuant to Fourth Revised Budget; drafting facts and argument sections (2.9); corresponding with E. Monson and S. Strong regarding responses to FTDF objections (.6); drafting same (2.2).

- 10/27/06 A Brinkerhoff 1.80 Continued evaluation regarding grand jury subpoenas causes of action, theories and facts to support complaint against IP and others (1.8).
- 10/27/06 K Glade 3.30 Organize default and correspondence on Mountain House loan with review of the title policy (0.4); e-mail to A. Stevens regarding title policy on Hesperia II with responsive e-mail (0.3); draft e-mail to Mesirow / USA regarding default circumstances on Hesperia II with respect to Vineyard Bank (0.4); review notice of default on Hesperia II resulting from Vineyard Bank foreclosure (0.2); organize default and foreclosure file for Hesperia II with review of title policy (0.4); revise letter to Citizen's Bank regarding violation of automatic stay on So. California (2nd) loan (0.6); draft e-mail to Mesirow /USA regarding default circumstances on So. California (2nd) loan with respect to Citizens Bank foreclosure (0.4); review notice of default on So. California (2nd) loan resulting from Citizen Bank's foreclosure (0.2); organize default and foreclosure file for So. California (2nd) loan with review of the title policy (0.4).
- 10/27/06 A Jarvis .40 Review potential loan modifications and Silver Point obligations.
- 10/27/06 A Jarvis .20 Evaluate need for foreclosure counsel.
- 10/27/06 D Monson 4.70 Finalize Reply Brief Sections on Motion to Approve Palm Harbor One Loan Modification (0.4); finalize Reply Brief Section on Motion to Approve Marlton Square 1st Loan Forbearance (0.5); finalize Reply Brief Section on Motion to Approve Marlton Square 2nd Subordination (0.5); review e-mail from J. Reed on foreclosure counsel recommendations and request search for credentials on prospective candidates (0.3); review Anchor B letter to M.

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Guymon (0.1); analyze Exit Fee collection issues for Urban Housing Alliance Loan (0.1); work on Reply Brief issues on Palm Harbor One Loan Modification Motion (0.2); review letter from S. Scann on Copper Sage II Loan and funding issues and review draft complaint and forward letter to A. Jarvis, S. Strong and Mesirow contacts with my analysis (1.0); review information on prospective foreclosure counsel in Texas and forward to James Reed (0.2); review and respond to S. Tingey e-mail on Urban Housing Alliance loan (0.2); review A. Stevens and M. Olson e-mails on Urban Housing Alliance Loan Exit Fee (0.2); review M. Olson e-mail on Anchor B letter to M. Guymon (0.1); review M. Olson e-mail on Copper Sage II letter from S. Scann (0.1); discuss Urban Housing Alliance Exit Fee issues with A. Jarvis (0.2); preparations with A. Jarvis for hearing on Palm Harbor One Loan Modification (0.2); preparations with A. Jarvis for hearing on Marlton Square 1st Loan Forbearance (0.2); preparations with AWJ for hearing on Marlton Square 2nd Loan Subordination (0.2).

10/27/06 E Monson	.30	Follow up with D. Griffith regarding issues on subpoena.
10/27/06 S Strong	.80	Review and edit draft of Reply regarding loan modifications (0.6); review final draft and transmit to local counsel for filing (0.2).
10/27/06 S Strong	.20	Telephone conference with M. Stone regarding DACA assignments (0.1); review same and transmit copies to her (0.1).
10/27/06 A Tsu	3.20	Reviewing and editing reply in support of cash motion (2.9); making changes to same (.3).
10/28/06 D Monson	.90	Review language for October Borrower Statements on collection of default interest retroactive to date of default (0.2); review suggestion for California foreclosure counsel (0.1); review analysis on default interest provisions for

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different loans (0.2); review updated schedules of Direct lenders for Castaic Partners II Loan and Amendment to Deed of Trust and forward to D. Kirchen of Stewart Title (0.2); review updated schedule of Direct Lenders for Castaic Partners III Loan and Amendment to Deed of Trust and forward to D. Kirchen of Stewart Title (0.2).

- 10/30/06 A Brinkerhoff 3.10 Work on issues created by five subpoenas received from U.S. Attorney in Las Vegas regarding review of subpoenas (2.7); conference call to D. Griffith and S. O'Connell regarding IP document issues and requested privilege review (.4).
- 10/30/06 K Glade .60 E-mail with S. Smith regarding default interest rate issues (0.2); e-mail with A. Stevens regarding default letter on Hesperia II (0.2); e-mail from A. Stevens regarding Del Valle - Livingston loan with response (0.2).
- 10/30/06 B Kotter 1.80 Review of motion for procedures on assignments of interests (.4); work on legal research for motion (1.4).
- 10/30/06 D Monson 2.50 Review S. Smith e-mails on default interest calculations for October Borrower Statements (0.1); phone call from A. Stevens on preparation of Order for Palm Harbor Loan Modification (0.1); phone call from A. Stevens and e-mails from A. Stevens on Castaic Partners III Loan Documents (0.1); phone call to J. Reed on interviews of potential Texas foreclosure counsel (0.1); review Castaic Partners III Promissory Note (0.1); review e-mail from A. Stevens to M. Stone on Amendment to Loan Documents for Castaic Partners III Promissory Note (0.1); phone conference with James Reed and David Anderson, potential Texas foreclosure counsel (0.7); review e-mails from A. Stevens and M. Stone on amendment to Loan Document for Castaic Partners III Promissory Note (0.1); review e-mail from M. Haftl on Copper Sage II Loan (0.1); review and respond to e-mail from J. Reed on interview schedule for potential

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Texas foreclosure counsel (0.1); follow-up on court ruling on Palm Harbor Loan Modification Motion (0.1); phone conference with J. Reed and Kirkpatrick and Lockhart attorneys, potential foreclosure counsel for Texas defaulted loans, and follow up discussions with J. Reed (0.7); review draft letter from L. Schwartz to S. Scann on Copper Sage II Loan (0.1).

10/30/06 S Strong	.20	Work on draft of motion for procedures regarding loan assignments (.2).
10/30/06 S Strong	.10	Exchange emails with M. Olson regarding DL requests for Hilco appraisals (.1).
10/30/06 C Blakespear	2.00	Research who in the corporate structure can waive or exercise the attorney-client privilege.
10/31/06 K Glade	2.90	Prepare for and participate in telephone call with Mesirow to discuss default interest rate issues and related default issues (1.8); review DeValle - Livingston loan documents (0.9); draft related summary (0.2).
10/31/06 B Kotter	1.40	Work on procedures motion for assignments (1.4).
10/31/06 D Monson	5.70	Draft Order Approving Palm Harbor One Loan Modification Motion (0.7); review docket sheet on continuation of Marlton Square 1st Loan Forbearance Motion (0.2); e-mail to Bill McKenna, Foley and Lardner, on formal retention of foreclosure counsel for Amesbury Loan (0.2); e-mail to Bill McKenna, Foley and Lardner, on formal retention of foreclosure counsel for Brookmere/Matterson Loan (0.3); conference call with J. Atkinson, Bob Coe, Susan Smith, K. Glade and S. Steele and S. Tingey on default interest allocations (1.2); review Palm Harbor One Loan Modification Order (0.3); review letter from Fidelity on Binford Interest Reserves (0.2); review e-mail from M. Olson on status of Standard Property Development lawsuit, and locate copy of Preliminary Injunction (0.4); review e-mails from S. Strong and E. Karasik on Palm Harbor One Loan Modification Order (0.2); review and respond to

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e-mail from A. Jarvis on Lerin Hills Direct Lenders issues (0.2); review e-mail response from Bill McKenna on Amesbury Loan foreclosure (0.1); review e-mail from Dean Kirchen on Castaic Partners II Loan closing (0.3); phone conference with A. Stevens and M. Haftl on Palm Harbor One Loan Modification Agreement and Order Approving Modification (0.2); phone conference with A. Stevens and M. Haftl on Copper Sage II Loan issues (0.2); review e-mail from A. Stevens on Bob Russell request for forbearance for Rio Rancho Loan (0.3); phone conference with James Reed and John Mickelson, prospective California foreclosure counsel (0.5); revisions to Order Approving Palm Harbor One Loan Modification (0.4).

- 10/31/06 S Strong .30 Participate in telephone conference with T. Allison, B. Cohen, A. W. Jarvis, S. C. Tingey and D. M. Monson regarding loan collection issues (.3).
- 10/31/06 S Strong .20 Review email from M. Stone regarding assignments of loan interests (0.2).
- 10/31/06 A Tsu 1.20 Review cooperation and assistance agreement; reviewing consulting agreement; comparing and contrasting same.

TOTAL FOR LEGAL SERVICES RENDERED

\$66,939.00

“Exhibit 1-5”

STATEMENT OF ACCOUNT

RAY QUINNEY & NEBEKER

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

POST OFFICE BOX 45385

SALT LAKE CITY, UTAH 84145-0385

TELEPHONE (801) 532-1500

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FEDERAL TAX ID NO. 87-0350651

Debtor USA Commercial Mortgage Co., et al.
Thomas J. Allison 4484 South Pecos Road
Las Vegas, NV 89121

January 19, 2007
Invoice No. 357311

For Legal Services Rendered Through October 31, 2006

Matter No. 34585-00005

Claims Administration and Objections

10/03/06 E Monson	.20 Review additional items needed to include on BMC website.
10/04/06 A Jarvis	.80 Correspondence on claims bar date.
10/05/06 A Jarvis	.30 Correspondence on bar date issues.
10/05/06 A Jarvis	.20 Telephone conference with N. Peterman regarding bar date issues.
10/05/06 A Jarvis	2.30 Draft motion regarding bar date.
10/09/06 E Monson	.20 Analyze responses to claim inquiries from parties in interest and review e-mail regarding same.
10/18/06 A Jarvis	.50 Conference call with Mesirow regarding intercompany claims issues.
10/27/06 A Jarvis	.30 Correspondence with M. Pugsley regarding broker issues.
10/31/06 S Strong	.40 Review email and analyze proposed stipulation from E. Barnes of PBGC regarding its claims (0.4).

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10/31/06 A Tsu

.80 Review proposed stipulation for order regarding claims filed by the Pension Benefit Guaranty Corp. (.6); telephone message for Jeff Miller at BMC regarding claims process (.1); telephone message to Erica Barnes regarding stipulation and amended disclosure statement (.1).

TOTAL FOR LEGAL SERVICES RENDERED

\$1,740.00

“Exhibit I-6”

STATEMENT OF ACCOUNT

RAY QUINNEY & NEBEKER

A PROFESSIONAL CORPORATION

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POST OFFICE BOX 45385

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Debtor USA Commercial Mortgage Co., et al.
Thomas J. Allison 4484 South Pecos Road
Las Vegas, NV 89121

January 19, 2007
Invoice No. 357312

For Legal Services Rendered Through October 31, 2006

Matter No. 34585-00006

Employee Benefits/Pensions

10/02/06 K Applegate	2.20	Telephone calls to and from Frank Anderson at the PBGC (.3); obtain and review documents requested by Frank (1.7); telephone call to Erika on the objection filing deadline (.2).
10/02/06 M Blue	.30	Review emails from R. Hilson and M. Olsen.
10/02/06 E Monson	3.80	Work on motion to approve retention procedures.
10/02/06 E Monson	.90	Work on drafting T. Allison declaration in support of motion to approve retention procedures.
10/02/06 E Monson	.10	Review e-mail from S. Smith regarding response from J. Burr to retention proposal.
10/02/06 S Strong	1.40	Telephone conference with J. Atkinson regarding board resolutions regarding employee changes (0.1); work on revisions to board resolutions regarding same (1.1); email revised resolutions to T. Allison and M. Olson with explanation of same (0.2).
10/02/06 S Strong	.70	Review proposed employee retention plan from Mesirow (0.5); review email from T. Burr of UCC regarding same (0.2).

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10/03/06 E Monson	.40 Conference with J. Atkinson regarding comments to J. Allison declaration in support of motion to approve retention plan.
10/03/06 E Monson	.10 Review e-mail from S. Smith regarding Faisal Siddiqui's pre-petition title at USACM.
10/03/06 E Monson	.40 Revise T. Allison's declaration and recirculate for review.
10/03/06 E Monson	1.60 Revise motion to approve retention plan to make changes consistent with T. Allison declaration (.5); shepherd cases (.3); proof and finalize motion (.8).
10/03/06 S Strong	.20 Review draft of motion to retain key employees (.2).
10/04/06 M Blue	.20 Read and respond to email from R. Hilson.
10/04/06 S Strong	.30 Review email from R. Hilson regarding follow-up issues concerning his termination (0.2); exchange emails with M. Olson regarding same (0.1).
10/05/06 S Strong	.40 Review revised proposed consulting agreement for R. Hilson (0.3); circulate same to M. Olson for transmittal to R. Hilson (0.1).
10/09/06 M Blue	.30 Work on Hilson termination issues.
10/09/06 A Jarvis	.20 Correspondence on R. Hilson termination issues.
10/09/06 E Monson	.20 Review response to motion to approve retention plan filed by the FTDFC.
10/09/06 S Strong	.40 Work to resolve several remaining issues surrounding Hilson's termination.

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10/10/06 M Blue	2.50 Read emails from M. Olson (.3); review and revise proposed letter to R. Hilson (.6); review proposed consulting agreement (.5); review employee handbook (.3); analyze R. Hilson's final pay calculation (.2); analyze Company's final pay calculation for R. Hilson (.2); draft email to M. Olson (.2); read letter from M. Olson to R. Hilson (.1); read email from M. Olson to R. Hilson (.1).
10/11/06 K Applegate	.60 Review of e-mail on PBGC premium (.1); research payment of PBGC premium from the plan assets (.5).
10/11/06 M Blue	.30 Telephone conference with M. Olson.
10/11/06 S Strong	.50 Prepare proposed order regarding Pension Plan freeze (0.4); circulate draft for internal review (0.1).
10/12/06 M Blue	.10 Follow-up on Hilson issues.
10/12/06 A Jarvis	.20 Correspondence on employee issues.
10/12/06 S Strong	.40 Telephone call with M. Olson regarding R. Hilson's termination pay (0.3); follow-up on remaining issues (0.1).
10/12/06 S Strong	.30 Exchange e-mails with J. Atkinson regarding pension plan motion (0.2); e-mail to local counsel regarding final approval for same (0.1).
10/13/06 A Jarvis	.20 Correspondence on employee issues.
10/13/06 E Monson	.50 Review opposition to retention motion filed by US Trustee and review subsection 503 of Bankruptcy Case.
10/13/06 E Monson	.10 Review joinder in opposition filed by J. Chubb.
10/13/06 S Strong	.40 Exchange e-mails to M. Olson regarding Hilson termination (0.2); telephone call with M. Olson regarding same (0.1).

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10/16/06 K Applegate	2.30	Review of e-mails from the PBGC on extension of deadline to file objection (.2); research necessity to pay PBGC premium in bankruptcy (1.7); telephone call to Erika on issues (.2); provide documents required by Erika including drafting of letter (.2).
10/16/06 S Strong	.70	Review issues regarding employee retention motion and objection filed (0.5); telephone conference with S. Smith regarding same (0.2).
10/17/06 K Applegate	1.90	Research on premium payment requirement to the PBGC (1.3); review documentation sent by Michael Haftl (.4); send e-mail to Haftl (.2).
10/17/06 E Monson	2.40	Work on reply in support of retention motion, including review of debtors' original motion, trustee's response, FTDF and Direct Lenders response and review of section 503(c).
10/17/06 S Strong	.40	Review email from M. Olson regarding R. Hilson correspondence (0.1); work on possible consulting agreements needed for M. Olson and A. Stevens (0.3).
10/17/06 S Strong	1.10	Analysis of employee issues concerning SECs interviews of USACM employees (1.1).
10/17/06 S Strong	1.40	Review and revise draft of Reply in support of motion to retain employees (1.3); circulate draft for review to Mesirow (0.1).
10/18/06 E Monson	.50	Work on reply in support of motion on retention plan.
10/19/06 E Monson	.20	Work regarding hearing on retention plan.
10/20/06 S Cummings	3.20	Analysis of PBGC' priority claims.
10/20/06 S Strong	1.10	Review letter from PBGC regarding disclosure statement and PBGC claim priority issues (0.4); further analysis of PBGC claim priority issues (0.7).
10/23/06 K Applegate	2.10	Research on response to PBGC arguments (.6); telephone calls with Erika Barnes on payment of premium (.2); research on requirement to pay from plan assets (1.3).

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10/23/06 S Cummings	1.30 Continued analysis of PBGC's priority claims.
10/23/06 E Monson	.30 Review UCC's memo in support of retention plan and accompanying declaration of T. Burr.
10/23/06 S Strong	.50 Evaluate additional research needed on potential PBGC claims (0.3); exchange emails with S. Cummings regarding same (0.2).
10/24/06 E Monson	.20 Assist in preparation for hearing on Motion to Approve Retention Plan.
10/25/06 S Strong	.10 Telephone conference with E. A. Monson regarding courts approval of employee retention motion (0.1).
10/27/06 K Applegate	2.60 Review of PBGC objection to the disclosure statement and review of involuntary termination option for the trust (.2); work on payment of plan fees including review of the plan documents (2.2); draft and send e-mail to Haftl (.2).
10/27/06 M Blue	.30 Read emails to/from R. Hilson and read and analyze draft of proposed cooperation agreement.
10/30/06 M Blue	.30 Review and analyze proposed cooperation agreement.
10/30/06 S Strong	.20 Review emails from M. Olson regarding R. Hilsons inquiries concerning D&O insurance (.2).
10/31/06 K Applegate	1.20 Telephone call from Shlomo Sherwin on the plan disclosures (.3); review of e-mail on the tax disclosures (.1); work on responding to tax disclosure comments (.8).
10/31/06 S Strong	.20 Participate in telephone conference with T. Allison and A. W. Jarvis regarding M. Olson and A. Stevens cooperation and employment issues (.2).
10/31/06 S Strong	.50 Work on proposed cooperation agreement with M. Olson and A. Stevens (.5).

TOTAL FOR LEGAL SERVICES RENDERED

\$10,942.00

“Exhibit I-7”

STATEMENT OF ACCOUNT

RAY QUINNEY & NEBEKER

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Debtor USA Commercial Mortgage Co., et al.
Thomas J. Allison 4484 South Pecos Road
Las Vegas, NV 89121

January 19, 2007
Invoice No. 357313

For Legal Services Rendered Through October 31, 2006

Matter No. 34585-00007

Fee / Employment Applications

10/02/06 S Cummings	.70	Analysis of compensation and conflict issues under 328 (c)
10/02/06 A Jarvis	1.40	Prepare monthly statements (2.8).
10/02/06 B Kotter	.90	Work on proposed order approving Ray Quinney & Nebeker fee application (.2); work on outline procedures for recording time and allocation among debtors and matters (.7).
10/02/06 D Monson	.80	Review time entries for August for allocation for payment by Borrower of various defaulted loans.
10/02/06 E Monson	.40	Review updated billing invoices in connection with allocation to existing loans.
10/02/06 S Strong	.20	Review email from S. Smith and send email to C. Hurst regarding loan collection cost allocations (.2).

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10/02/06 S Strong	.60 Telephone conference with J. Nugent regarding supplemental declarations of Mesirow and RQN regarding employment by debtors (0.1); email to J. Nugent regarding same (0.1); review and execute RQN supplemental declaration (0.3); email to local counsel regarding filing of same (0.1).
10/02/06 S Tingey	.20 Review billing entries for fee application (0.2).
10/02/06 A Tsu	1.90 Drafting supplement to the Declaration of A. Jarvis in support of Debtors' Retention of RQN as Counsel.
10/02/06 C Hurst	2.10 Prepare and distribute August time entries to pertinent attorneys to breakout loan allocation for August; work on summaries for August time.
10/03/06 S Cummings	3.20 Continued analysis of compensation and conflict issues under 328(c)
10/03/06 S Cummings	1.20 Analysis of disqualification issues under 327(a) involving inter-company claims.
10/03/06 S Cummings	.70 Analysis of employment requirements under 327(a)
10/03/06 K Glade	.40 Review invoice pro forma to make allocation for work on loans
10/03/06 A Jarvis	1.20 Review statement and e-mails to B. J. Kotter regarding preparation of monthly statements.
10/03/06 B Kotter	1.10 Work on preparing monthly statement in accordance with the Administrative Procedures Order (2.2).
10/03/06 S Strong	.90 Work on collection cost allocations (0.9).
10/03/06 A Tsu	2.30 Reviewing motion to employ ordinary course professionals (.2); emails regarding comments from committees (.2); and other comments (.2); in preparation for drafting Order granting Debtors Motion to Employ Ordinary Course Professionals; begin drafting same (1.7).

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10/03/06 C Hurst	4.50 Work on updated loan allocation spreadsheets as requested by Mesirow.
10/04/06 A Jarvis	.20 Correspondence on retention order.
10/04/06 B Kotter	3.70 Draft proposed order on RQN First Interim Fee Application (1.5); further revisions to allocation analysis (1.3); draft order on extending retention of debtor's professionals (.9).
10/04/06 B Kotter	.40 E-mail exchange with M. Haftl regarding allocation (.3); phone call with M. Haftl regarding same.
10/04/06 S Strong	.30 Review proposed order on extension of employment of debtors professionals (0.3).
10/04/06 C Hurst	2.90 Complete loan allocation spreadsheets for April through July and August; forward to Susan Smith.
10/05/06 A Jarvis	.50 Correspondence on fee orders, allocation issues.
10/05/06 A Jarvis	.80 Review of fee orders on RQN and Mesirow and correspondence regarding same.
10/05/06 A Jarvis	.60 Draft settlement offer on allocation issues to committees.
10/05/06 B Kotter	2.50 Revise draft of order approving fees (.6); work on allocation issues and e-mail to A. W. Jarvis and Mesirow regarding allocation (1.1); revise order on interim continued employment (.3); and e-mail to Mesirow and S&M (.2); work on monthly statement (.6).
10/05/06 C Hurst	1.00 Prepare draft of 2nd supplemental disclosure/declaration to employment.
10/06/06 A Jarvis	.30 Correspondence regarding fee allocations to FTDF.
10/06/06 B Kotter	1.10 E-mail exchange with M. Haftl regarding allocations issues (.3); work on monthly statement (1.6).

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10/09/06 A Jarvis	.30 Correspondence on fee orders, allocations.
10/09/06 B Kotter	1.10 Work on monthly statement and allocation issues (2.2).
10/09/06 A Tsu	.20 Reviewing incoming messages regarding Order Allowing Employment of Ordinary Course Professionals (.1); following up and responding to same (.1).
10/09/06 C Hurst	.20 Receipt, respond to e-mail from S. Smith regarding loan allocation to HFS loans.
10/10/06 A Jarvis	.30 Correspondence on fee orders.
10/10/06 A Jarvis	.20 Correspondence on fee orders.
10/10/06 B Kotter	.60 Preparation of monthly statement allocation (1.2).
10/11/06 B Kotter	1.70 Work on revising proposed fee order (.7); work on circulation of proposed continued retention order (.7); continued work on fee allocation issues (.3).
10/12/06 B Kotter	.60 E-mail exchange with J. Reed regarding August invoices for professionals (.4); review of e-mail correspondence regarding fee order (.2).
10/12/06 B Kotter	.40 Work on monthly statement (.8).
10/13/06 B Kotter	.30 Follow up on fee order.
10/16/06 B Kotter	1.90 E-mail from J. McPherson regarding fee order (.1); work to revise and incorporate committee comments into fee order (1.4); e-mail to J. McPherson to circulate (.1); respond to questions (.3).
10/16/06 S Strong	.80 Review issues regarding proposed language for RQN and Mesirow fee orders (0.5); review near-final version of proposed RQN fee order (0.1); review additional language proposed by J. McPherson and email to her regarding same (0.2).
10/17/06 A Jarvis	.30 Correspondence on fee orders.

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10/18/06 A Jarvis	.10 Correspondence on fee orders.
10/20/06 B Kotter	.50 Work on monthly statement (1.0).
10/22/06 A Jarvis	.10 Correspondence on preparation of monthly statements.
10/22/06 B Kotter	1.90 Work on August 2006 Fee/Monthly Statement and allocation issues among Debtors (3.8).
10/23/06 K Glade	.60 Generate loan allocation summary for time billed.
10/23/06 A Jarvis	.30 Correspondence on fee orders.
10/23/06 B Kotter	3.90 Work on August 2006 monthly statement and allocation and circulate statement to counsel per Admin Procedures Order (7.8).
10/23/06 D Monson	.30 Review time entries for allocation of attorneys fees to various defaulted loans for collection from borrowers.
10/23/06 E Monson	.20 Discussion with C. Hurst regarding loan allocation issue.
10/23/06 S Strong	1.30 Work on collection cost allocations to specific loans for September period (1.3).
10/23/06 C Hurst	5.90 Work on loan allocation detail by attorney.
10/24/06 B Kotter	.30 E-mail exchange with S. Smith regarding fee issues.
10/24/06 E Monson	.30 Review bills to allocate time to specific loans.
10/24/06 C Hurst	5.90 Complete detailed summary of loan allocation for September 2006; forward to Susan Smith.
10/26/06 S Strong	.20 Exchange emails with D. M. Monson regarding ordinary course professionals (.2).

TOTAL FOR LEGAL SERVICES RENDERED

\$13,016.50

“Exhibit I-8”

STATEMENT OF ACCOUNT

RAY QUINNEY & NEBEKER

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

POST OFFICE BOX 45385

SALT LAKE CITY, UTAH 84145-0385

TELEPHONE (801) 532-1500

FACSIMILE NO. (801) 532-7543

FEDERAL TAX ID NO. 87-0350651

Debtor USA Commercial Mortgage Co., et al.
Thomas J. Allison 4484 South Pecos Road
Las Vegas, NV 89121

January 19, 2007
Invoice No. 357314

For Legal Services Rendered Through October 31, 2006

Matter No. 34585-00008

Fee / Employment Objections

10/02/06 B Kotter	1.40 Work on responding to objection brought by US Trustee.
10/03/06 B Kotter	1.20 Work on response to United States Trustee's objection to First Interim Fee Application.
10/03/06 S Strong	.40 Analyze issues raised by USTs fee objections (0.4).
10/04/06 B Kotter	1.40 Work on response to US Trustee's objection.
10/04/06 S Strong	.60 Work on proposed order on fee application and agreed allocations (0.6).
10/05/06 B Kotter	1.70 Work on response to US Trustee's objection.
10/05/06 S Strong	.40 Review communications on proposed orders on fee allowance (0.2); review Mesirow's draft of same (0.2).
10/06/06 B Kotter	1.80 Work on response to United States Trustee's objection.
10/09/06 B Kotter	.80 Work on response to US Trustee objection.

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10/11/06 S Strong	.90 Review emails from C. Carlyon and S. Freeman regarding proposed fee orders of debtors professionals (0.1); further analysis of tentative committee agreements regarding fee allocations among debtors (0.5); review revised proposed orders regarding same (0.3).
10/12/06 B Kotter	.90 Work on response to US Trustee objection.
10/13/06 S Strong	.40 Analysis of UST's objection to continuing employment of debtors' professionals.
10/16/06 B Kotter	.40 E-mail exchange regarding hearing on committee member expense application (.1); review of application (.2) and e-mail to A. W. Jarvis regarding analysis (.1).
10/18/06 S Strong	.60 Review email from J. McPherson regarding status of committees issues with proposed fee orders of debtors professionals (0.1); telephone conference with her regarding same (0.3); emails to debtors professionals regarding same (0.2).
10/20/06 S Strong	.80 Review emails from N. Peterman and J. McPherson regarding proposed fee orders of debtors professionals (0.2); telephone conference with J. McPherson regarding fee allocation issues (0.4); exchange emails with N. Peterman and J. Atkinson regarding same (0.2).
10/24/06 S Strong	.40 Review and analyze issues raised in email from S. Freeman regarding UCC and FTDC negotiations concerning Schwartz-McPherson fee order (0.3); review objection filed by FTDC to S-M fee order (0.1).

TOTAL FOR LEGAL SERVICES RENDERED

\$2,997.00

“Exhibit I-9”

STATEMENT OF ACCOUNT

RAY QUINNEY & NEBEKER

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FEDERAL TAX ID NO. 87-0350651

Debtor USA Commercial Mortgage Co., et al.
Thomas J. Allison 4484 South Pecos Road
Las Vegas, NV 89121

January 19, 2007
Invoice No. 357315

For Legal Services Rendered Through October 31, 2006

Matter No. 34585-00011

Litigation

10/02/06 E Monson	.50	Work on letter to Direct Lenders involving Standard Property litigation and e-mail draft of letter to client for review.
10/02/06 E Monson	.30	Work on motion to exclude debtors from having to file intercompany claims by the bar date.
10/02/06 E Monson	.20	Call Russ Walker and discuss meeting in Las Vegas on Thursday to discuss RICO litigation.
10/02/06 E Monson	.20	E-mail J. McPherson regarding attending meeting and review reply.
10/02/06 E Monson	.20	Send additional e-mails to J. McPherson and M. Olson regarding meeting.
10/02/06 A Tsu	2.90	Drafting motion for sanctions/enforcement of automatic stay for Binford loan.
10/03/06 E Monson	2.60	Work on motion to exclude debtors from having to file intercompany claims by the bar date.
10/03/06 A Tsu	3.30	Factual background research regarding history of contact between USA bankruptcy counsel and Binford Medical with respect to disbursement of the control account funds and Binford's request to escrow agent to freeze funds to

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USA, in preparation for drafting facts section of Motion for Sanctions against Binford included reviewing correspondence and contacting parties to the exchange to clarify facts (1.9); begin drafting facts section (1.4).

10/04/06 E Monson	.20 Draft e-mail to J. McPherson regarding proposed settlement from T. Flatley and response to offer.
10/04/06 E Monson	.10 Review e-mail from S. Smith regarding Flatley making settlement payment.
10/04/06 E Monson	2.80 Work on motion to exclude debtors from having to file intercompany claims by bar date.
10/04/06 A Tsu	4.50 Researching case law regarding standard for issuing sanctions for violations of automatic stay (.9); Reviewing same (.9); drafting argument section for Motion for Sanctions against Binford Medical arguing that Binford has met the standard for violation for automatic stay, has not requested relief from same and should be sanctioned accordingly (2.7).
10/05/06 S Cummings	.60 Analysis of Equity Committee's standing to bring claims on behalf of the estate.
10/05/06 E Monson	6.40 Work on motion to exclude debtors from having to file claims by the bar date or alternatively for the appointment of special counsel.
10/05/06 S Strong	1.90 Further analysis of intercompany claim issues (1.9).
10/05/06 S Strong	.50 Review draft of motion to extend bar date for intercompany claims (0.5).
10/05/06 A Tsu	2.60 Reviewing and editing motion for sanctions against Binford Medical.
10/06/06 S Cummings	.40 Continued analysis of Equity Committee's standing to bring claims on behalf of the estate.

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10/09/06 S Cummings	2.00 Continued analysis of equity committee's standing to bring claims on behalf of the estate.
10/09/06 S Strong	.70 Review and analyze document subpoena served by Fertitta (0.4); exchange e-mails with A. W. Jarvis regarding same (0.1); exchange e-mails with Mesirow team regarding LSA documents requested under subpoena (0.2).
10/10/06 S Cummings	.10 Follow-up on Equity Committee standing issues.
10/10/06 S Strong	.50 Review of LSAs in response to Fertitta subpoena (0.3); exchange e-mails with Fertitta counsel regarding same (0.2).
10/10/06 A Tsu	.50 Reviewing incoming message from A. Parlen regarding motion for order shortening time for motion on inter committee claim deadlines (.1); follow up (.2); responding to same (.2).
10/10/06 A Tsu	.20 Reviewing incoming message from A. Parlen regarding sealed motion filed on 10/10/06 (.1); following up regarding same (.1).
10/11/06 S Cummings	1.80 Continued analysis of equity committee's standing to bring claims on behalf of the estate.
10/11/06 S Strong	.90 Research regarding authority of an official committee to act on behalf of debtor in certain situations (0.5); confer with S. Cummings regarding same (0.1); review additional research regarding same (0.2); e-mail to A. Jarvis regarding same (0.1).
10/11/06 C Hurst	.80 Search Clark County District database and U.S.D.C. - Nevada database for HMA sales litigation; download results; forward to A. W. Jarvis, E. A. Monson and A. T. Brinkerhoff.
10/12/06 S Cummings	.70 Analysis of need to file documentation with court of compliance with subpoena.
10/12/06 A Jarvis	.20 Correspondence on Standard Development litigation.

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10/12/06 S Strong	1.30 Work on response to Fertitta subpoena (0.9); e-mail to Fertitta counsel with responsive documents (0.2); exchange follow-up emails with Fertitta counsel regarding same (0.2).
10/13/06 E Monson	.50 Review motions and memos for Summary Judgment on returned checks.
10/13/06 S Strong	.40 Review documents responsive to Fertitta subpoena (0.3); exchange e-mails with L. Bauk of Mesirow regarding same (0.1).
10/15/06 S Strong	.20 Review email from L. Schwartz regarding new lawsuit from borrower Gateway Stone (.2).
10/16/06 S Strong	.10 Exchange emails with L. Bauck of Mesirow regarding response to Fertittas subpoena (.1).
10/17/06 A Jarvis	.50 Correspondence on intercompany claims motion.
10/17/06 E Monson	.30 Review response from Committees to motion on excluding debtors from filing intercompany claims.
10/17/06 S Strong	.20 Review draft from R. Charles of committees response to motion regarding intercompany claims (0.2).
10/17/06 A Tsu	3.60 Reviewing Motion for Order Approving Retention Plan of Debtors in preparation for drafting Motion to approve consulting agreements (.4); review of section 363 and 503 and relative annotations in preparation for same (.7); reviewing Operating Agreements for the Funds (.9); reviewing docket for description of operating agreements for the Funds (.3); drafting and editing notices of filing operating agreements pursuant to Court Order (1.1); correspondence regarding same (.2).
10/18/06 A Jarvis	.10 Correspondence on Standard Property litigation.
10/18/06 E Monson	.30 Review motion for relief followed by Prospect High Income Fund.

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10/18/06 E Monson	1.60 Review six motions for Summary Judgment filed by John Laxague and Stephen Harris on behalf of their clients and review docket regarding cases and draft summary of status of summary judgments.
10/18/06 A Tsu	.60 Preparing notice of filing of operating agreements for filing (.2); circulating for comment and making requested changes (.3); forward to local counsel for filing (.1).
10/19/06 S Strong	.60 Assist in preparation on issues for today's hearings (.6).
10/19/06 S Strong	3.50 Attend bankruptcy court hearings today and assist A. W. Jarvis at hearings (3.5).
10/24/06 K Glade	.90 Draft automatic stay letter to Citizens Bank on So. California (2nd) loan (0.6); deliver updated title information on So. California (2nd) loan (0.3).
10/24/06 E Monson	.50 Review UST's Motion to Appoint a Trustee.
10/24/06 G Jolley	1.80 Review SEC arguments past case wherein a receiver was appointed (.9); internet research on benefits of appointing receiver (.6); meeting with M. Pugsley (.3).
10/25/06 S Cummings	8.50 Analysis of UST's motion to convert and preparation of response to same.
10/25/06 E Monson	4.40 Attend hearing on bid procedures and other matters relating to Asset Purchase Agreement.
10/25/06 S Strong	1.20 Review and analysis of USTs motion to convert cases to chapter 7 (1.2).
10/25/06 S Strong	4.10 Research and analysis of issues raised by USTs motion to convert cases (2.5); draft proposed declaration in opposition to USTs motion to convert (1.5); circulate same to A. W. Jarvis and Mesirov for review (0.1).
10/25/06 S Strong	.20 Analyze USTs motion to convert and administrative expenses accrued in these cases (.2).

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10/25/06 S Strong	.20 Follow-up on issues raised at hearing (.2)
10/26/06 S Cummings	4.70 Continued analysis of UST's motion to convert and preparation of response to same.
10/26/06 E Monson	1.00 Review joinder filed by R. McKnight to motion to convert (.1); further review of UST's motion to convert (.4); review opposition to motion to convert from FTDF (.5).
10/26/06 E Monson	1.70 Review and comment on draft of T. Allison declaration and memo to oppose motion to convert (1.7).
10/26/06 S Strong	2.90 Further research and analysis for opposition to USTs motion to convert (1.1); review and revise draft of opposition memorandum (1.6); circulate draft to Mesirow, A. W. Jarvis and committees for review (0.2).
10/26/06 S Strong	3.10 Analysis of additional facts for declaration opposing motion to convert (1.3); revise and expand proposed declaration regarding same (1.8).
10/26/06 S Strong	.80 Work on Reply needed regarding intercompany claims motion (0.2); review and edit draft of same (0.6).
10/27/06 S Cummings	1.10 Analysis of section 1112(b) rehabilitation issues.
10/27/06 A Jarvis	1.00 Review response to motion to convert and comment on same.
10/27/06 B Kotter	.70 Review and edit reply in opposition to motion to convert cases to Chapter 7.
10/27/06 R Madsen, II	.50 Receipt and review of letter dated October 24, 2006, together with draft complaint, concerning threatened litigation by Copper Sage Commerce Center, LLC.
10/27/06 E Monson	4.50 Work on draft of T. Allison declaration in support of opposition to motion to convert.

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10/27/06 E Monson	1.30 Review numerous e-mails from S. C. Strong, S. Smith and T. Allison regarding revisions to Declaration and work on making those revisions.
10/27/06 E Monson	.70 Review of memo in opposition to motion to convert.
10/27/06 S Strong	2.10 Review and analysis of draft opposition papers circulated by committees regarding USTs motion to convert (0.8); draft intro and facts sections for debtors opposition to motion to convert (1.1); circulate final draft to Mesirow for review (0.1); transmit same to local counsel for filing (0.1).
10/27/06 S Strong	1.40 Work on edits and additions to declaration in opposition to motion to convert (0.2); exchange emails with T. Allison and S. Smith regarding same (0.2); t/c with S. Smith regarding Declaration revisions (0.1); review and edit Declaration in opposition to motion to convert (0.4); review signed version of Declaration from Mesirow (0.1); prepare Declaration and exhibit for filing (0.3); transmit same to local counsel for filing (0.1).
10/27/06 G Jolley	3.70 Case law research for memo regarding appointment of receiverships in SEC cases.
10/28/06 A Jarvis	.50 Review calendar for Monday and correspondence regarding same.
10/29/06 A Jarvis	1.00 Review UST's motion to convert.
10/29/06 A Jarvis	6.00 Prepare for hearing including motion to convert, motion regarding intercompany claims including reviewing pleadings, case law and prepare outline.
10/30/06 A Jarvis	.80 Review caselaw and prepare for hearing on motion to convert.
10/30/06 A Jarvis	.50 Meet with T. Allison in preparation for hearing on motion to convert.
10/30/06 A Jarvis	.30 Outline arguments for motion to convert.

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10/30/06 A Jarvis	4.40	Attend hearing on motion regarding intercompany claims, motion to convert, motion for use of cash, motion to allow certain actions on loans.
10/30/06 E Monson	1.50	Meet with client to prepare for hearing and go over issues in connection with motion to convert and budget issues.
10/30/06 E Monson	3.00	Attend hearing on motion to convert, cash motion, and bar date for intercompany claims.
10/30/06 E Monson	.50	Discussion regarding Motion to Convert with Counsel after hearing.
10/30/06 E Monson	.60	Attend hearing regarding proposed action to be taken on Palm Harbor, Marlton 1st and Marlton 2nd loans.
10/31/06 E Monson	.20	Discussion with M. McPherson regarding Jones Lee and Weddell litigation and status of Rose matters (.2).
10/31/06 G Jolley	4.70	Draft research memorandum regarding appointment of a receiver and the extent of a receiver's powers.

TOTAL FOR LEGAL SERVICES RENDERED

\$29,197.00